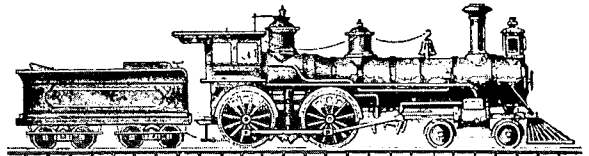


# States Rail Services

A DIVISION OF STATES MARINE CORPORATION



FIVE THIRTY SEVEN STEAMBOAT ROAD, GREENWICH, CONNECTICUT 06830 • TELEPHONE: (203) 622-1024

June 5, 1979 9-199A011

RECORDATION NO. 9946-C Filed 1425

JUL 18 1979-9 50 AM

INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
Washington, DC 20423

JUL 18 1979

Date

Fee \$ 10.00

ICC Washington, D.C.

RE: Recordation and Filing of Document  
Pertaining to the Use of Certain  
Covered-Hopper Railroad Freight Cars

Dear Sir:

In accordance with the provisions and procedures of Section 11303 of the Revised Interstate Commerce Act, 49 U.S.C. §11303, and Part 1116 of Title 49 of the Code of Federal Regulations, it is hereby respectfully requested that the document enclosed with this letter of transmittal, and more fully described hereinbelow, pertaining to the use of certain covered-hopper railroad freight cars, be recorded and filed by the Interstate Commerce Commission (the "Commission") pursuant to Section 1116.5 of said Title 49 of the Code of Federal Regulations.

A. Description of the Document and the Parties Thereto.

Enclosed herewith is an executed counterpart original of the Third Schedule, dated as of June 4, 1979, to the Agreement, dated as of November 7, 1978, by and between the Genesee and Wyoming Railroad Company, 3846 Retsof Road, Retsof, New York 14539, and States Marine Corporation, doing business through its division, States Rail Services, 280 Park Avenue, New York, New York 10017, acting as agent for certain owners (the said Agreement being hereinafter called the "GWRR Use Agreement").

An original and two certified true copies of the GWRR Use Agreement were filed with the Commission on December 27, 1978.

The recordation number of the GWRR Use Agreement is 9946. The GWRR Use Agreement was recorded by the Commission on December 27, 1978, at 1:35 P.M.

Also enclosed with this letter are two certified true copies of the Third Schedule to the GWRR Use Agreement.

FILE OPERATION BR.

JUL 18 9 42 AM '79

RECEIVED

*Donna Kelly*  
*C. P. [Signature]*

June 4, 1979

Pursuant to the terms of the GWRR Use Agreement, States Marine Corporation, doing business through its division, States Rail Services ("SMC/SRS"), and acting in its capacity as agent for the owners of the covered-hopper railroad freight cars which are the subject of such Agreement, has agreed to deliver to the Genesee and Wyoming Railroad Company ("GWRR"), for the latter's use in the ordinary course of its operations, a maximum of three hundred (300) covered-hopper railroad freight cars.

Each of the covered-hopper railroad freight cars which has been delivered by SMC/SRS to GWRR pursuant to the GWRR Use Agreement is a 100-ton, 4,550 cubic feet capacity, steel covered-hopper railroad freight car, lined for use in the transport and shipping of grain products and select minerals, including salt. Each of such freight cars was manufactured by, and was purchased by the owner thereof from, National Steel Car Corporation, Limited, a Canadian corporation located in Hamilton, Ontario, Canada.

The names and addresses of the owners of one-hundred (100) of the covered-hopper railroad freight cars delivered by SMC/SRS to GWRR pursuant to the GWRR Use Agreement were set forth in the letter of transmittal, dated December 21, 1978, from States Rail Services to the Commission. Under cover of such letter of transmittal, the original of the GWRR Use Agreement was submitted to the Commission for recordation (said letter of transmittal being hereinafter called the "First Transmittal Letter").

The names and addresses of the owners of an additional forty-five (45) covered-hopper railroad freight cars delivered by SMC/SRS to GWRR pursuant to the GWRR Use Agreement were set forth in the letter of transmittal, dated January 15, 1979, from States Rail Services to the Commission. Under cover of such letter of transmittal, the original of the Second Schedule to the GWRR Use Agreement was submitted to the Commission for recordation (said letter of transmittal being hereinafter called the "Second Transmittal Letter").

An additional thirty (30) covered-hopper railroad freight cars, not identified in the First Transmittal Letter or in the Second Transmittal Letter, have been delivered by SMC/SRS to GWRR pursuant to the GWRR Use Agreement. The said additional thirty (30) covered-hopper railroad freight cars and the owners thereof are identified in the Third Schedule to the GWRR Use Agreement. Set forth below are the names and addresses of the owners of the said thirty (30) additional covered-hopper railroad freight cars, the number of such freight cars owned by each said owner, and the Identifying Marks, the Serial Numbers and the A.A.R. Mechanical Designation of the said additional thirty (30) freight cars:

./.

June 4, 1979

<u>NAMES AND ADDRESSES OF OWNERS</u>	<u>NUMBER OF CARS</u>	<u>IDENTIFYING MARKS</u>	<u>SERIAL NUMBERS</u>	<u>A.A.R. MECH. DESIG.</u>
Edward Gelsthorpe 597 Main Street Hingham, MA	3	GNWR	810345 810346 810367	LO
John H. Quinn 200 East Robinson Street Orlando, FL	5	GNWR	810347 810348 810349 810350 810369	LO
Henri Landwirth 5824 Tarawood Drive Orlando, FL	5	GNWR	810351 810352 810353 810354 810368	LO
Ruth P. Green Palm Beach Towers 44 Coconut Row Palm Beach, FL	4	GNWR	810355 810356 810365 810366	LO
Mary K. Zervigon 2027 Milan Street New Orleans, LA	5	GNWR	810357 810358 810359 810360 810371	LO
James R. Greene 134 Buttonwood Drive Fair Haven, NJ	2	GNWR	810361 810362	LO
William G. Kerr 950 City Center Building Oklahoma City, OK	3	GNWR	810363 810364 810370	LO
Stuart S. Peltz 201 Clwyd Road Bala Cynwyd, PA	3	GNWR	810372 810373 810374	LO

Each of the owners whose name and address has been set forth above has entered into a separate management agreement with SMC/SRS pursuant to which SMC/SRS has agreed to manage, on behalf of and as agent for each such owner, each of the covered-hopper railroad freight cars owned by each such owner and identified above opposite the name of

June 4, 1979

each such owner. SMC/SRS and GWRR do not have title to, and are not the owners of, any of the covered-hopper railroad freight cars identified above.

B. Description of the Subcontractor Agreement.

Reference is hereby made to the following document, an original of which has been recorded by the Commission and two certified true copies of which have been recorded and filed by the Commission under the recordation number, and on the date and at the hour set forth below:

<u>DOCUMENT</u>	<u>RECORDATION NUMBER</u>	<u>DATE</u>	<u>HOOR</u>
Subcontractor Agreement, dates as of November 7, 1978, by and between <u>States Marine Corporation</u> , doing business through its division, <u>States Rail Services</u> , 280 Park Avenue, New York, New York 10017, and <u>GW Rail Management Corp.</u> , 3846 Retsof Road, Retsof, New York 14539 (the said Subcontractor Agreement being hereinafter called the "Subcontractor Agreement")	#9946A	12/27/78	1:35 p.m.

Pursuant to the terms of the Subcontractor Agreement, SMC/SRS has subcontracted to GW Rail Management Corp. ("GWIRM") certain operational and managerial responsibilities which have been or will be assumed by SMC/SRS in respect of each of the covered-hopper railroad freight cars which are subject to the GWRR Use Agreement. GWIRM does not and will not have title to, and is not and will not be the owner of, any of the covered-hopper railroad freight cars which is subject to the Subcontractor Agreement.

All of the thirty (30) covered-hopper railroad freight cars identified opposite the name of each of the owners whose name and address has been set forth in Part A of this letter of transmittal are subject to the Subcontractor Agreement.

C. Procedural Matters.

It is hereby respectfully requested that each of the following names be inserted (if not previously inserted) in the Commission index established pursuant to Section 1116.5(c) of Title 49 of the Code of Federal Regulations:

- (1) Edward Gelsthorpe;
- (2) John H. Quinn;
- (3) Henri Landwirth;
- (4) Ruth P. Green;

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June 4, 1979

- (5) Mary K. Zervigon;
- (6) James R. Greene;
- (7) William G. Kerr;
- (8) Stuart S. Peltz;
- (9) States Marine Corporation
- (10) States Rail Services;
- (11) Genesee and Wyoming Railroad Company; and
- (12) GWI Rail Management Corp.

It is hereby also respectfully requested that the recordation number of each of the following documents be noted in the Commission index under the name of each of the parties names above:

- (a) the GWRR Use Agreement (Recordation Number 9946);
- (b) the Subcontractor Agreement (Recordation Number 9946A); and
- (c) the Third Schedule to the GWRR Use Agreement enclosed with this letter of transmittal.

We further request that an appropriate notation of the recordation number of the Third Schedule enclosed with this letter of transmittal be made on the Commission index showing the original recordation of the GWRR Use Agreement.

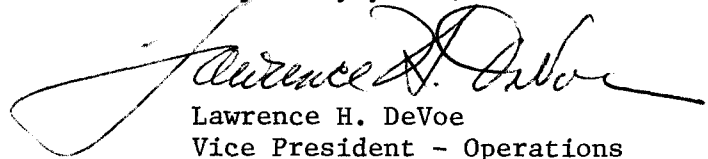
A check in the amount of ten dollars (\$10.00) has been enclosed with this letter of transmittal to cover the recordation fee prescribed by Section 1116.3(d) of Title 49 of the Code of Federal Regulations.

Kindly return the original document enclosed herewith to Louis J. Duval, Esq., Messrs. Bingham, Dana & Gould, 100 Federal Street, Boston, Massachusetts 02110.

If there are any questions with respect to the GWRR Use Agreement, the Third Schedule thereto, the Subcontractor Agreement, the transactions described therein, or the covered-hopper railroad freight cars subject thereto, please feel free to telephone Louis J. Duval, Esq., collect at (617) 357-9300.

The undersigned hereby declares that he is an executive officer of the States Rail Services division of States Marine Corporation, and that he has knowledge of the matters set forth in the documents enclosed herewith.

Very truly yours,

  
Lawrence H. DeVoe  
Vice President - Operations

i  
Enclosures

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

7/18/79

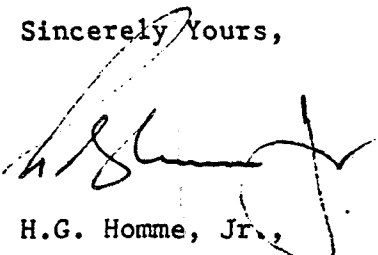
OFFICE OF THE SECRETARY

Lawrence H. DeVoe  
Vice President-Operation  
States Rail Services  
537 Steamboat Road  
Greenwich, Connecticut 06830

Dear Sir:

The enclosed document(s) was recorded pursuant to the  
provisions of Section 20(c) of the Interstate Commerce Act,  
49 U.S.C. 20(c), on 7/18/79 at 9:50am  
and assigned recordation number(s) 9946-C

Sincerely Yours,



H.G. Homme, Jr.,  
Secretary

Enclosure(s)

SE-30-T  
(2/78)

THIRD SCHEDULE

RECORDATION NO. *9946-C* Filed 1425  
JUL 18 1979-9 50 AM  
INTERSTATE COMMERCE COMMISSION

THIRD SCHEDULE, DATED AS OF JUNE 4, 1979, TO  
THE AGREEMENT, DATED AS OF NOVEMBER 7, 1978, BETWEEN  
(A) STATES MARINE CORPORATION, DOING BUSINESS THROUGH  
ITS DIVISION, STATES RAIL SERVICES, AS AGENT FOR  
CERTAIN OWNERS, AND  
(B) GENESEE AND WYOMING RAILROAD COMPANY

<u>NAMES AND</u> <u>ADDRESSES</u> <u>OF OWNERS</u>	<u>NUMBER</u> <u>OF CARS</u>	<u>IDENTIFYING</u> <u>MARKS</u>	<u>SERIAL</u> <u>NUMBERS</u>	<u>A.A.R.</u> <u>MECH.</u> <u>DESIG.</u>
Edward Gelsthorpe, 597 Main Street, Hingham, MA	3	GNWR	810345 810346 810367	LO
John H. Quinn, 200 East Robinson Street, Orlando, FLA	5	GNWR	810347 810348 810349 810350 810369	LO
Henri Landwirth, 5824 Tarawood Drive, Orlando, FLA	5	GNWR	810351 810352 810353 810354 810368	LO
Ruth P. Green, Palm Beach Towers, 44 Coconut Row, Palm Beach, FLA	4	GNWR	810355 810356 810365 810366	LO
Mary K. Zervigon, 2027 Milan Street, New Orleans, LA	5	GNWR	810357 810358 810359 810360 810371	LO

<u>NAMES AND ADDRESSES OF OWNERS</u>	<u>NUMBER OF CARS</u>	<u>IDENTIFYING MARKS</u>	<u>SERIAL NUMBERS</u>	<u>A.A.R. MECH. DESIG.</u>
James R. Greene, 134 Buttonwood Drive, Fair Haven, New Jersey	2	GNWR	810361 810362	LO
William G. Kerr, 950 City Center Building, Oklahoma City, Oklahoma	3	GNWR	810363 810364 810370	LO
Stuart S. Peltz, 201 Clwyd Road, Bala Cynwyd, Pennsylvania	3	GNWR	810372 810373 810374	LO

IN WITNESS WHEREOF, this Third Schedule has been duly  
executed by or on behalf of each of the undersigned as of  
June 4, 1979.

GENESEE AND WYOMING RAILROAD COMPANY

By: 

STATES MARINE CORPORATION, doing busi-  
ness through its division, STATES RAIL  
SERVICES, as agent for certain owners.

By: 



STATE OF *Conn.* )  
COUNTY OF *Fairfield* ) SS:

On this *10<sup>th</sup>* day of June, 1979, before me personally appeared *Mortimer B. Fuller*, to me personally known, who being by me duly sworn, says that he is the *President* of GENESEE AND WYOMING RAILROAD COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said corporation.

*Ingrid Landers*  
Notary Public

INGRID LANDERS  
NOTARY PUBLIC

[Notarial Seal]

My commission expires: MY COMMISSION EXPIRES MARCH 31, 1981

STATE OF *NEW YORK* )  
COUNTY OF *NEW YORK* ) SS:

On this *11<sup>th</sup>* day of *July*, 1979, before me personally appeared *ARTHUR J. KIRIAKON*, to me personally known, who being by me duly sworn, says that he is the *EXECUTIVE VICE PRESIDENT* of STATES MARINE CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said corporation.

*William A. Craig, Jr.*  
Notary Public

[Notarial Seal]

My commission expires: \_\_\_\_\_

WILLIAM A. CRAIG, JR.  
Notary Public, State of New York  
No. 30-0791264  
Qualified in Nassau County  
Commission Expires March 30, 1981